

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLACKROCK ALLOCATION TARGET
SHARES: SERIES S PORTFOLIO, *et al.*,

Plaintiffs,

v.

THE BANK OF NEW YORK MELLON,

Defendant.

Case No. 14-cv-9372-GBD

JOINT MOTION FOR APPROVAL TO DISMISS ALL CLAIMS

All parties to this action (the “Parties”), through their respective counsel, hereby respectfully move this Court to approve (i) the voluntary dismissal of Plaintiffs’ claims with prejudice and (ii) a proposed form of notice required to dismiss all claims. In support of this motion, the Parties state as follows:

1. Federal Rule of Civil Procedure 23.1(c) provides that a derivative action may be settled, voluntary dismissed, or compromised only with the Court’s approval and that notice of a proposed settlement, voluntary dismissal, or compromise must be given to shareholders in the manner that the Court orders.

2. The Parties jointly submit the proposed derivative notice, attached as Exhibit 1 to the Declaration of Timothy A. DeLange, reflecting the proposed appearance of the notice. The Bank of New York Mellon will post the notice or cause the notice to be posted on the trust investor reporting website for each of the Trusts on Exhibit 1 to the notice. Accessing the trust investor reporting website is the means by which noteholders, certificateholders, and other investors customarily obtain information and notices regarding the trusts. This manner of providing notice is reasonable and adequate to ensure that current holders in the trusts are informed about the

dismissal of the litigation. The proposed derivative notice provides current holders in the Trusts at issue a thirty (30) day period to respond to the proposed dismissal before the Court enters an Order approving the voluntary dismissal of Plaintiffs' claims.

3. To facilitate the dismissal with prejudice, the Parties hereby respectively submit for the Court's consideration the proposed dismissal order, attached as Exhibit 2 to the Declaration of Timothy A. DeLange.

WHEREFORE, the Parties hereby respectfully request that this Court approve the proposed derivative notice and enter an order dismissing the case with prejudice.

Dated: September 9, 2019

/s/ Timothy A. DeLange
TIMOTHY A. DeLANGE

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